

**HELM-ATLANTIC ASSOCIATES  
LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

**VIA UPS TWO DAY AIR**

March 15, 1999

RECORDATION NO. **18905-EE** FILED

**MAR 17 '99**

**12-45PM**

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully executed originals of the **Partial Termination of Security Agreement** dated September 30, 1997 ("**Partial Termination**") by Bank of America, N.T. & S.A., as successor to NationsBank of Virginia, N.A., a national banking association, for the benefit of Helm-Atlantic Associates Limited Partnership.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

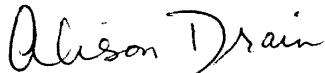
Name and Address of Agent: Bank of America, N.T. & S.A.  
231 South La Salle Street, 10th Floor  
Chicago, IL 60697

Equipment: Two (2) locomotives, more fully described in Exhibit A attached hereto.

Previous STB Filing: Security Agreement filed under Recordation No. 18905.

Please file this Partial Termination under the next available recordation number and return two (2) stamped originals to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Sincerely,



Alison Drain  
Document Administrator

/ad  
Enclosures (3)

RECORDATION NO. 18905-EE

FILED

PARTIAL TERMINATION OF  
SECURITY AGREEMENT

MAR 17 '99

12-45PM

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Partial Termination") is dated as of September 30, 1997, by BANK OF AMERICA, N.T. & S.A., as successor to NationsBank, N.A., as agent ("Bank of America"), for the benefit of HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Helm-Atlantic Associates").

1. **Recitals.** Helm-Atlantic Associates owns the two (2) locomotives bearing the Association of American Railroad reporting marks and numbers as described in Exhibit A attached hereto (the "Unit(s)"). Helm-Atlantic Associates has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to Bank of America upon the terms and conditions provided in that certain Security Agreement dated as of July 20, 1994 between Helm-Atlantic Associates and Bank of America (the "Security Agreement") and filed at the Surface Transportation Board of the Department of Transportation ("STB"), formerly known as the Interstate Commerce Commission, under Recordation No. 18905.

Helm-Atlantic Associates intends to sell the Units to a third party and desires that such sale shall be free and clear of any lien or security interest of Bank of America. Pursuant to the terms granted under the Security Agreement, Helm-Atlantic Associates requests Bank of America's consent to such sale of the Units and requests Bank of America to terminate its security interest in the Units.

2. **Termination of Security Interest.** Bank of America hereby consents to the sale of the Units by Helm-Atlantic Associates and Bank of America hereby terminates any and all security interests in the Units granted to it under the Security Agreement which security interest in the Units shall be forever terminated upon the filing of this Partial Termination with the STB, at which time all of Bank of America's right, title and interest in and to the Units shall be null and void.

This Partial Termination shall have no effect on Bank of America's interest in and lien on any other collateral other than the Units and said security interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, pursuant to due authority, Bank of America has executed this Partial Termination of Security Agreement as of the date first above written.

BANK OF AMERICA, N.T. & S.A., as Agent

By: [Signature]

Print Name: Chas McDowell

Its: Vice President

## EXHIBIT A

### The Units

Description of the Units: Two (2), SD45-2 diesel-electric locomotives equipped with dynamic brakes but not HTC Trucks.

### Unit Numbers:

HATX      917

HATX      921

STATE OF ILLINOIS                    )  
  ) S.S.  
COUNTY OF COOK                    )

On March 9, 1999, before me, MARILYN ELIZABETH,  
personally appeared CHARLES McDONELL, VICE PRESIDENT of BANK OF  
AMERICA, N.T. & S.A.,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and acknowledged  
to me that he/she/they executed the same in his/her/their authorized  
capacity(ies), and that by his/her/their signature(s) on the instrument  
the person(s), or the entity upon behalf of which the person(s) acted,  
executed the instrument.

Witness my hand and official seal.

Marilyn Elizabeth

SIGNATURE OF THE NOTARY

[Notarial Seal]

